

RECORDATION NO. 25609-A FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.

MAY 31 '05 3-01 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

May 31, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement and Collateral Assignment, dated as of May 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lender:	FirstMerit Bank, N.A. 106 South Mail Street Akron, Ohio 44308
Borrower:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

6 boxcars within the series BAEX 541 - BAEX 741 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Security Agreement and Collateral Assignment.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT

This MEMORANDUM OF SECURITY AGREEMENT AND COLLATERAL ASSIGNMENT ("Agreement") is made entered into as of May 1, 2005, by and between The Andersons, Inc. ("Borrower") and FirstMerit Bank, N.A. ("Lender").

WHEREAS, The Andersons, Inc., as Lessor, and General Mills Operations Inc., as Lessee, have heretofore entered into that certain Full Service Lease Agreement, Lease #199602-GEN dated August 1, 1996 and Full Service Lease Agreement Rider Deal #R00752 dated April 25, 2005 (collectively, the "Lease") pertaining to the rail cars described in Exhibit A-1 attached hereto ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Agreement and assigned recordation number _____.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower hereby grants Lender a security interest in the Equipment and the Lease, any rental payments due under the Lease, the proceeds of any of the foregoing and of certain insurance on Equipment; and Lender acknowledges this security interest.

This Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Agreement.

IN WITNESS WHEREOF, the parties have executed or caused this Agreement to be executed as of the day and year first written above.

* [Signature Pages To Follow]

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3-01 PM

SURFACE TRANSPORTATION BOARD

BORROWER: THE ANDERSONS, INC.

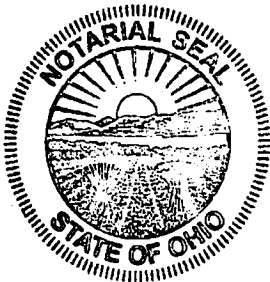
By: Gary Smith
Gary Smith
Title: Vice President, Finance and Treasurer

STATE OF OHIO)
COUNTY OF LUCAS) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Gary Smith, the Vice President Finance, and Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio
this 27th day of ~~April~~^{May}, 2005.

Judy A. Baldwin
Notary Public
My Commission Expires: 2/01/2010



JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 2/01/2010

LENDER: FIRSTMERIT BANK, N.A..

By: 

Name: Andrew Yesso

Title: Vice President

STATE OF Ohio

COUNTY OF Summit) ss:
)

Before me, a Notary Public, in and for said county and state, personally appeared Andrew Yesso, the Vice President of FirstMerit Bank, N.A., an National Banking Association, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Akron, Ohio this 1st day of May, 2005.



Notary Public

My Commission Expires: _____

Pamela J. Cooksey, Notary
State of Ohio

My Commission Expires: 05/18/09

EXHIBIT "A"

General Mills Operations Inc.

Six (6) boxcars

Deal #R00752

1	BAEX	541
2	BAEX	732
3	BAEX	733
4	BAEX	737
5	BAEX	740
6	BAEX	741

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

5/31/05



Robert W. Alvord